



# ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N.Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

5-014A030

No.

JAN 14 1985

January 11, 1985

Date

Fee \$

10.00

RECORDATION NO.

8674-B

Filed 1425

Secretary ICC Washington, D. C.  
Interstate Commerce Commission  
Washington, D.C., 20423

JAN 14 1985 -9 15 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement (the Supplement) dated December 20, 1984, between the following:

- (a) Trustee-Lessor: The Chase Manhattan Bank, N.A.  
One New York Plaza  
New York, New York, 10081
- (b) Lessee: ACF Industries, Incorporated  
750 Third Avenue  
New York, New York, 10017

The equipment covered by the Supplement consists of ten railroad covered hopper cars, AAR mechanical designation C214, initialled ACFX and numbered 38264 through 38273 inclusive.

The Supplement is a supplement to the Equipment Trust Agreement dated as of January 1, 1977 between The Chase Manhattan Bank, N.A., Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 2:00 p.m. on January 24, 1977, under Recordation No. 8674. Since one previous supplement to the Equipment Trust Agreement was recorded with the Commission in November, 1980 under No. 8674-A, the enclosed document should be assigned Recordation No. 8674-B.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplement, including the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to

*C. Dunlap*

*Comptroller to ACF Industries*

*Check at 8674-B*

*9:07 AM*

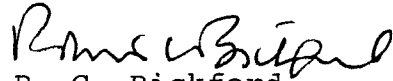
Secretary  
Interstate Commerce Commission

January 11, 1985

-2-

R. C. Bickford, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York, 10017, or to the bearer.

Sincerely,

  
R. C. Bickford  
Assistant Secretary

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

1/14/85

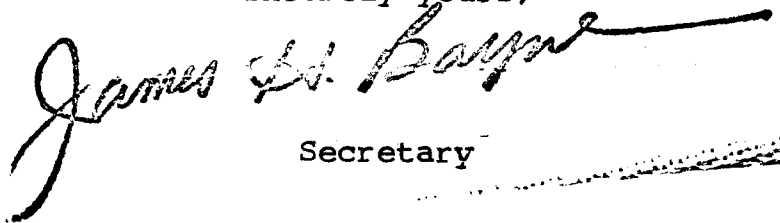
**OFFICE OF THE SECRETARY**

R.C. Bickford  
Assist. Sec.  
ACF Industries  
750 Third Ave.  
New York, N.Y. 10017

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/14/85 at 9:15am and assigned re-recording number(s). 8674-B

Sincerely yours,

  
Secretary

Enclosure(s)

RECORDATION NO. *8674-B* Filed 1425

JAN 14 1985 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST SERIES F

---

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated December 20, 1984

between

THE CHASE MANHATTAN BANK, N.A., Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED December 20, 1984 between The Chase Manhattan Bank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated January 1, 1977 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust Series F", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07 of the Agreement, the Trustee has made payment to the Company of \$435,306.00 out of funds previously deposited with the Trustee pursuant to Section 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective


officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK, N.A.,  
Trustee

By 

(Corporate Seal)

Attest:

  
\_\_\_\_\_  
Sean O'Connor

ACF INDUSTRIES, INCORPORATED

By 

Treasurer

(Corporate Seal)

Attest:

  
\_\_\_\_\_  
Mary L. Breslin  
Assistant Secretary

# EXHIBIT A

## Description of Substituted Equipment

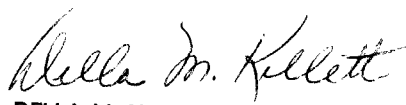
Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
38264	C214	Oct. 1984	\$ 44,486	\$ 44,486	\$ 44,486	\$ 44,486
38265	C214	Oct. 1984	44,486	44,486	44,486	44,486
38266	C214	Oct. 1984	44,486	44,486	44,486	44,486
38267	C214	Oct. 1984	44,486	44,486	44,486	44,486
38268	C214	Oct. 1984	44,486	44,486	44,486	44,486
38269	C214	Oct. 1984	44,486	44,486	44,486	44,486
38270	C214	Oct. 1984	44,486	44,486	44,486	44,486
38271	C214	Oct. 1984	44,486	44,486	44,486	44,486
38272	C214	Oct. 1984	44,486	44,486	44,486	44,486
38273	C214	Oct. 1984	44,486	44,486	44,486	44,486
			\$444,860		\$444,860	\$444,860



STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 10<sup>TH</sup> day of January, 1985, before me personally appeared J. A. Payne, to me personally known, who, being by me duly sworn, says that he is a Vice President of The Chase Manhattan Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

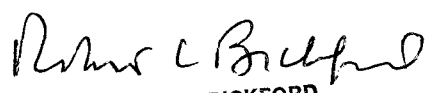
(NOTARIAL SEAL)

  
DELLA M. KILLETT  
Notary Public, State of New York  
No. 24-4659667  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires March 30, 1985

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 20th day of December, 1984, before me personally appeared R. J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

  
ROBERT C. BICKFORD  
NOTARY PUBLIC, State of New York  
No. 4616432  
Qualified in New York County  
Commission Expires March 30, 1985